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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION		FCC USE ONLY	
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Consolidated Telecommunications Company		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 1102 Madison Street			
(5) STREET ADDRESS LINE NO. 2 P.O. Box 972			
(6) CITY Brainerd	(7) STATE MN	(8) ZIP CODE 56401	
(9) DAYTIME TELEPHONE NUMBER (include area code) (218) 454-1234		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003742467		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Emily Cooperative Telephone Company			
(14) STREET ADDRESS LINE NO. 1 40040 Old State Highway			
(15) STREET ADDRESS LINE NO. 2 P.O. Box 100			
(16) CITY Emily	(17) STATE MN	(18) ZIP CODE 56447	
(19) DAYTIME TELEPHONE NUMBER (include area code) (218) 763-3000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003788940		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
Emily Cooperative Telephone Company)	File No. _____
Transferor)	
)	
Consolidated Telephone Company)	
Transferee)	
)	
For Transfer of Control of C-I Communications, Inc.,)	
a Competitive Local Exchange Carrier which provides)	
Interstate Exchange Access and Interexchange Services in)	
Minnesota pursuant to a Domestic Blanket Authorization)	
under Section 214 of the Communications Act)	
TO: Chief, Wireline Competition Bureau		

**APPLICATION FOR NON-STREAMLINED CONSENT
TO TRANSFER OF CONTROL OF
DOMESTIC BLANKET SECTION 214 AUTHORIZATION**

Emily Cooperative Telephone Company ("Emily" or "Transferor"; FRN: 0003788940) and Consolidated Telephone Company ("Consolidated" or "Transferee"; FRN: 0003742467) hereby request Commission authorization for the transfer of control of C-I Communications, Inc. ("C-I"; FRN: 0004321063) and its blanket domestic Section 214 authorization from Emily to Consolidated.

C-I, a Minnesota corporation, is currently a wholly-owned subsidiary of Emily. C-I provides local exchange telephone services (including interstate exchange access) as a competitive local exchange carrier ("CLEC") in competition with incumbent local exchange carrier ("ILEC") Embarq Minnesota, Inc. ("Embarq") in a single exchange (Crosby) in Crow Wing County in rural central Minnesota. C-I also holds authorization from the Minnesota Public Utilities Commission to provide competitive local exchange

service in two additional central Minnesota exchanges: the Deerwood exchange in Crow Wing County and the Aitkin exchange in Aitkin County. C-I also resells interstate long distance toll services to customers located in and near its Crosby exchange service area.

Emily, a Minnesota cooperative association, provides local exchange telephone services (including interstate exchange access) as an ILEC in a single exchange (Emily) in Crow Wing and Cass Counties in rural central Minnesota. Emily also resells interstate long distance toll services to customers located in and near its Emily exchange service area.

Consolidated, a Minnesota cooperative association, provides local exchange telephone services (including interstate exchange access) as an ILEC in ten exchanges (Freedhem, Leader, Lincoln, Mission, Motley, Outing, Nokay Lake, Pillager, Randall and Sullivan Lake) in rural central Minnesota. Consolidated also provides local exchange telephone services (including interstate exchange access) as an CLEC in competition with Qwest Corporation in four exchanges (Brainerd, Little Falls, Nisswa and Staples) in rural central Minnesota. Consolidated also resells interstate long distance toll services to customers located in and near its local exchange service areas.

C-I's existing Crosby exchange is adjacent to Consolidated's Mission and Nokay Lake ILEC exchanges, and Consolidated's Brainerd CLEC exchange, while C-I's prospective future Deerwood exchange will share a border with Consolidated's Nokay Lake ILEC exchange. Therefore, this application does not qualify for streamlined treatment under Section 63.03 of the Commission's Rules.

Emily presently holds all of C-I's issued and outstanding capital stock. The proposed transaction will be accomplished by the purchase by Consolidated from Emily

of all of the issued and outstanding stock of C-I. At the completion of the transaction, all of the issued and outstanding common stock of C-I will be owned by Consolidated, and C-I will be a wholly-owned subsidiary of Consolidated rather than of Emily. Control of C-I will give Consolidated control of the blanket domestic Section 214 authorization of C-I.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferor:

Emily Cooperative Telephone Company
40040 Old State Highway 6 (P.O. Box 100)
Emily, Minnesota 56447
Telephone: (218) 763-3000
Facsimile: (218) 763-2042

Transferee:

Consolidated Telephone Company
1102 Madison Street (P.O. Box 972)
Brainerd, Minnesota 56401
Telephone: (218) 454-1234
Facsimile: (218) 829-5146

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

C-I is a corporation organized under the laws of the State of Minnesota.

Emily is a cooperative association organized under the laws of the State of Minnesota.

Consolidated is a cooperative association organized under the laws of the State of Minnesota.

- (3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

For Transferor:

Robert Olson, General Manager
Emily Cooperative Telephone Company
40040 Old State Highway 6 (P.O. Box 100)
Emily, Minnesota 56447
Telephone: (218) 763-3000
Facsimile: (218) 763-2042

With a copy to FCC Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

For Transferee:

Kevin T. Larson, CEO and General Manager
Consolidated Telephone Company
1102 Madison Street (P.O. Box 972)
Brainerd, Minnesota 56401
Telephone: (218) 454-1234
Facsimile: (218) 829-5146

With a copy to FCC Counsel:

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2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

C-I: Prior to Proposed Transaction:

The name, address, citizenship and principal business of the only entity that owns at least ten (10) percent of the voting and/or equity interests of C-I prior to the proposed transaction are:

<u>Name & Address</u>	<u>% Voting/Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Emily Cooperative Telephone Company 40040 Old State Highway 6 Emily, MN 56447	100.0%	MN Cooperative Association	Telecommunications

Emily is a cooperative association that has approximately 1,200 member-owners. No member-owner directly or indirectly owns or controls ten (10) percent or more of the voting and/or equity interests of Emily, either presently or after completion of the proposed transaction.

No other individual or entity directly or indirectly owns at least ten (10) percent of the voting and/or equity interests of C-I prior to the proposed transaction.

C-I: After Proposed Transaction:

The name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the voting and/or equity interests of C-I after the proposed transaction are:

<u>Name & Address</u>	<u>% Voting/Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Consolidated Telephone Company 1102 Madison Street Brainerd, MN 56401	100.0%	MN Cooperative Association	Telecommunications

Consolidated is a cooperative association that has approximately 12,000 member-owners. No member-owner directly or indirectly owns or controls ten (10) percent or more of the voting and/or equity interests of Consolidated, either presently or after completion of the proposed transaction.

No other individual or entity directly or indirectly will own at least ten (10) percent of the voting and/or equity interests of C-I after the proposed transaction.

- (5) Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

Emily and Consolidated hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

- (6) Description of the transaction:**

The proposed transaction entails the transfer of control of C-I from Emily to Consolidated. The transaction will be accomplished by sale of all of the issued and outstanding stock of C-I by Emily to Consolidated. When the proposed transaction is completed, all of the issued and outstanding common stock of C-I will be owned by Consolidated. Control of C-I will give Consolidated control of the blanket domestic Section 214 authorization held by C-I.

- (7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:**

A map showing the Minnesota local exchange service areas of C-I, Emily and Consolidated is attached. The local exchange service areas of C-I and Consolidated do not overlap, but C-I's existing Crosby exchange is adjacent to Consolidated's Mission and Nokay Lake ILEC exchanges, and Consolidated's Brainerd CLEC exchange, while C-I's prospective future Deerwood exchange will share a border with Consolidated's Nokay Lake ILEC exchange.

Areas and Services of C-I

C-I presently provides local exchange telephone services (including interstate exchange access) as a CLEC in competition with Embarq in the Crosby exchange in Crow Wing County in rural central Minnesota, and holds authorization from the Minnesota Public Utilities Commission to provide competitive local exchange services in the Deerwood exchange in Crow Wing County and the Aitkin exchange in Aitkin County in rural central Minnesota. C-I's local exchange services include a variety of calling features, including caller ID, call forwarding, call waiting, selective call acceptance and rejection, speed calling, toll restriction and voice mail.

C-I resells interstate and intrastate long distance toll services to customers in its local exchange service area. It also offers high-speed Digital Subscriber Line ("DSL") Internet Access and Dial-Up Internet Access services to customers in the Crosby exchange.

C-I has no ownership interests in any other entities that offer domestic telecommunications services.

Areas and Services of Emily and Affiliates

Emily provides local exchange telephone service (including interstate exchange access) as an ILEC in the Emily exchange in Crow Wing and Cass Counties in rural central Minnesota. Emily's local exchange services include a variety of calling features, including caller ID, call forwarding, call waiting, three-way calling, automatic recall, automatic call back, distinctive ringing, selective call acceptance and rejection, speed dialing, toll restriction and voice mail. Emily's exchange serves approximately 1,200 access lines year round (and as many as 1,500 access lines during the peak summer season).

Emily also resells interstate and intrastate long distance toll services under the trade name Range Lakes Long Distance to customers located in and near its local exchange service area.

Emily also provides high-speed Internet access and digital-quality cable television services within its local exchange service area.

Emily holds a 20 percent ownership interest in Cooperative Network Services, LLC, a Minnesota limited liability company which provides interexchange transport services in central Minnesota.

Emily has no ownership interests in any other entities that offer domestic telecommunications services.

Areas and Services of Consolidated and Affiliates

Consolidated provides local exchange telephone service (including interstate exchange access) as an ILEC in ten exchanges (Freedhem, Leader, Lincoln, Mission, Motley, Outing, Nokay Lake, Pillager, Randall and Sullivan Lake) in central Minnesota, and as a CLEC in competition with Qwest Corporation in four exchanges (Brainerd, Little Falls, Nisswa and Staples) in central Minnesota. Consolidated's local exchange services include a variety of calling features, including caller ID, call forwarding, call waiting, three-way calling, automatic recall, automatic call back, distinctive ringing, selective call acceptance and rejection, speed dialing, toll restriction and voice mail. Consolidated's ILEC exchanges serve approximately 8,900 access lines.

Consolidated also resells interstate and intrastate long distance toll services to customers located in and near its ILEC and CLEC local exchange service areas.

Consolidated also provides high-speed Internet access and digital cable television services within its ILEC and CLEC local exchange service areas.

Consolidated holds a 20 percent ownership interest in Cooperative Network Services LLC, a Minnesota limited liability company which provides interexchange transport services in central Minnesota.

Consolidated holds a 20 percent ownership interest in Central Transport Group LLC, a Minnesota limited liability company which provides interexchange transport services in central Minnesota.

Consolidated holds a 12.5 percent ownership interest in Central Video Transport Group LLC, a Minnesota limited liability company which provides video transport services in central Minnesota.

Consolidated holds a 14 percent ownership interest in Independent Emergency Services LLC, a Minnesota limited liability company which provides E911 networks, public safety access point ("PSAP") equipment and related database services in Minnesota.

Consolidated holds a 50 percent ownership interest in Consolidated West LLC, a Minnesota limited liability company which provides competitive local exchange services in Staples, Minnesota.

Consolidated holds a 3.5 percent ownership interest in Pinnacle Publishing LLC, a Minnesota limited liability company which provides directory publishing services nationwide.

Consolidated has no ownership interests in any other entities that offer domestic telecommunications services.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

The Application does not fit within the presumptive streamlined categories in Section 63.03 of the Commission's Rules because C-I's existing Crosby exchange is adjacent to Consolidated's Mission and Nokay Lake ILEC exchanges, and Consolidated's Brainerd CLEC exchange, while C-I's prospective future Deerwood exchange will share a border with Consolidated's Nokay Lake ILEC exchange.

However, even though they do not request streamlined treatment, Emily and Consolidated note that: (1) both before and after completion of the proposed transaction, they and their affiliates will have a market share of less than ten percent (10.0%) of the interstate, interexchange market; (2) Consolidated will be taking control of the existing telephone exchange and exchange access services provided by C-I, and has no affiliated telecommunications carrier that provides competitive local exchange services or exchange access services within C-I's service area, while C-I

does not provide competitive local exchange services or exchange access services within Consolidated's service area; and (3) Emily (1,200 to 1,500 access lines) and Consolidated (8,900 access lines) are incumbent independent local exchange carriers that have, in combination, far fewer than two percent (2.0%) of the subscriber lines installed in the aggregate nationwide and no overlapping service areas.

(9) Identification of all other Commission applications related to the same transaction:

The Applicants will file no other Commission applications related to the subject transaction.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction entails the transfer of control of C-I to Consolidated, an established rural telecommunications cooperative that has long served a number of rural exchanges in central Minnesota as an ILEC or a CLEC. Consolidated has a proven record of investing in its rural networks and communities, and of providing high-quality, state-of-the-art voice, data and video services at affordable rates to its rural Minnesota service areas. The proposed transaction will ensure that the existing and prospective rural Minnesota customers of C-I will continue to have access to a competing provider of high-quality, state-of-the-art voice, data and video services at affordable rates for the foreseeable future.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of C-I and its domestic blanket Section 214 authorization from Emily to Consolidated.

Emily and Consolidated reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

**EMILY COOPERATIVE
TELEPHONE COMPANY**

By 

Printed Name Robert Olson

Title General Manager

Date March 16, 2009

**CONSOLIDATED TELEPHONE
COMPANY**

By _____

Printed Name _____

Title _____

Date _____

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of C-1 and its domestic blanket Section 214 authorization from Emily to Consolidated.

Emily and Consolidated reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

**EMILY COOPERATIVE
TELEPHONE COMPANY**

By _____

Printed Name _____

Title _____

Date _____

**CONSOLIDATED TELEPHONE
COMPANY**

By Kevin T. Larson

Printed Name Kevin T. Larson

Title CEO/GM

Date 3/16/09

